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WT 07-70

Submitted: 04/05/2007 at 13:38:57

File Number: 0002912776

FCC 603
Main Form

FCC Wireless Telecommunications Bureau Application for Assignments of Authorization And Transfers of Control

Approved by OMB

3060 - 0800

See instructions for
public burden estimate

General Information

1) Application Purpose (Select only one) (AM)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal
NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number: 0002912776
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(Y) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0002912776
3c) Is this application for Assignment of Authorization or Transfer of Control in connection with an assignment or transfer of control for which Commission approval or notification is required?	(N) Yes No
4) Are attachments being filed with this application?	(Y) Yes No

Fees and Waivers

5a) Is the applicant exempt from FCC application fees?	(N) Yes No
If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N) Yes No
If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees	
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?	(N) Yes No
If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: _____

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	(X) Voluntary () Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) ____/____/____
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	(N) Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	() Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) ____/____/____
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses?	() Yes No
If 'Y', complete Schedule B and, if applicable, Schedule C.	
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	() Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be accomplished? Select One (T)

Sale or other assignment of assets Court order Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement management contract etc) _____

Designated Entity Information (If 12a 12b or 12c is Y, Schedule A is required to be completed)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	(N) <u>Y</u> es <u>N</u> o
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	(N) <u>Y</u> es <u>N</u> o
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	() <u>Y</u> es <u>N</u> o

Competition-Related Information

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	(Y) <u>Y</u> es <u>N</u> o
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	() <u>Y</u> es <u>N</u> o
14b) Would this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	() <u>Y</u> es <u>N</u> o

Broadband Radio Service and Educational Broadband Service Information

15a) Will the requested facilities be used to provide multichannel video programming?	(N) <u>Y</u> es <u>N</u> o
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities? If Y, provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Y</u> es <u>N</u> o
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested 6a must be answered 'Y'.	() <u>Y</u> es <u>N</u> o

Assignor/Licensee Information

17) Assignor/Licensee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium	<input type="checkbox"/> Other: _____	
18) FCC Registration Number (FRN): 0001832708			
19) First Name (if individual):	MI:	Last Name:	Suffix:
20) Legal Entity Name (if not an individual): BellSouth Wireless Cable, Inc.			
21) Attention To Robert A Saunders			
22) P O BOX	And /Or	23) Street Address 754 Peachtree Street. Rwm D1487	
24) City: Atlanta	25) State: GA	26) Zip Code: 30308	
27) Telephone Number 404.541-6522	28) Fax Number: (404)541-6540		
29) E-Mail Address: bob.saunders@bellsouth.com			

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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31) First Name	MI	Last Name	Suffix
32) Company Name BellSouth Wireless Cable, Inc			
33) Attention To Robert A. Saunders			
34) P O BOX	And /Or	35) Street Address 754 Peachtree Street, Room D1487	
36) City Atlanta	37) State GA	38) Zip Code 30308	
39) Telephone Number: (404)541-6522	40) Fax Number (404)541-6546		
41) E-Mail Address bob saunders@bellsouth.com			

Transferor Information (for Transfers of Control only)

42) Transferor is a(n) (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> consortium
<input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN): 0005189701			
44) First Name (if individual):	MI:	Last Name:	Suffix:
47) P O BOX	And /Or	48) Street Address 175 East Houston	
49) City San Antonio		50) State TX	51) Zip Code 78205
52) Telephone Number (210)351-3476		53) Fax Number (210)351-3257	
54) E-Mail Address dw4808@att.com			

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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56) First Name	MI	Last Name	Suffix
59) P O Box	And /Or	60) Street Address 175 East Houston	
61) City San Antonio		62) State TX	63) Zip Code 78205
64) Telephone Number (210)351-3476		65) Fax Number (210)351-3257	
66) E-Mail Address dw4808@att.com			

Assignee/Transferee Information

67) Assignee/Transferee is a(n): (Select One)

- ☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☐ Corporation ☒ Limited Liability Company
- ☐ General Partnership ☐ Limited Partnership ☐ Limited Liability Partnership ☐ Consortium
- ☐ Other: _____

68) FCC Registration Number (FRN): 0015316904

69) First Name (if individual):

MI:

Last Name:

Suffix:

70) Legal Entity Name (if not an individual): Clearwire Spectrum Holdings II LLC

71) Attention To: Nadja S. Sodos-Wallace

72) Real Party in Interest FCC Registration Number (FRN): 0011712635

73) Name of Real Party in Interest: Clearwire Corporation

74) P.O. Box:

And
/Or

75) Street Address: 815 Connecticut Avenue, NW, Suite 610

76) City: Washington

77) State: DC

78) ZIP Code: 20006

79) Telephone Number: (202)330-4011

80) Fax Number: (202)330-4008

81) E-Mail Address: nadja.sodoswallace@clearwire.com

82) Demographics of Assignee/Transferee (Optional):**Race:**

- ☐ American Indian or Alaska Native
- ☐ Asian
- ☐ Black or African-American
- ☐ Native Hawaiian or Other Pacific Islander
- ☐ White

Ethnicity:

- ☐ Hispanic or Latino
- ☐ Not Hispanic or Latino

Gender:

- ☐ Male
- ☐ Female

Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

83) First Name:

MI:

Last Name:

Suffix:

84) Company Name: Clearwire Corporation

86) P.O. Box:

And
/Or

87) Street Address: 815 Connecticut Avenue, NW, Suite 610

88) City: Washington

89) State: DC

90) Zip Code: 20006

91) Telephone Number: (202)330-4011

92) Fax Number: (202)330-4008

93) E-Mail Address: nadja.sodoswallace@clearwire.com

94a) Is the Assignee/Transferee required to file FCC Form 602. Ownership Disclosure Information for the Wireless Telecommunications Services?	(<input checked="" type="radio"/>) Yes <input type="radio"/> No
94b) if 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in	File Number: <u>0002768668</u>

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(<input type="radio"/>) Yes <input checked="" type="radio"/> No
96) Is the Assignee/Transferee an alien or the representative of an alien?	(<input type="radio"/>) Yes <input checked="" type="radio"/> No
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(<input type="radio"/>) Yes <input checked="" type="radio"/> No
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(<input type="radio"/>) Yes <input checked="" type="radio"/> No
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(<input type="radio"/>) Yes <input checked="" type="radio"/> No
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	(<input type="radio"/>) Yes <input checked="" type="radio"/> No

Basic Qualification Information

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(<input type="radio"/>) Yes <input checked="" type="radio"/> No
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(<input type="radio"/>) Yes <input checked="" type="radio"/> No
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(<input type="radio"/>) Yes <input checked="" type="radio"/> No

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) or the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

103) First Name: Wayne	MI:	Last Name: Watts	Suffix:
104) Title: Sr. VP & Associate General Counsel			
Signature: Wayne Watts			105) Date: 04/05/2007

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Assignee/Transferee Certification Statements

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules. *If the Assignee/transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/transferee Certifies that all statements made in this application and in the exhibits, attachments or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee Certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency

106) First Name Terri	MI B	Last Name Natoli	Suffix
Signature Terri B Natoli			
108) Date 0410512007			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHED DOCUMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
B024	BR - Broadband Radio Service						Y
B107	BR - Broadband Radio Service						N
B151	BR - Broadband Radio Service						Y
							Y
B239	BR-Broadband Radio Service						N
B336	BR - Broadband Radio Service						N
KOA86	BR - Broadband Radio Service						Y
WHT663	BR - Broadband Radio Service						Y
WHT675	BR - Broadband Radio Service						Y
WHT676	BR - Broadband Radio Service						Y
WHT681	BR - Broadband Radio Service						Y
WHT725	BR - Broadband Radio Service						Y
WHT762	BR - Broadband Radio Service						Y
WLK243	BR - Broadband Radio Service						Y
WLW963	BR - Broadband Radio Service						Y
WMI284	BR - Broadband Radio Service						Y
	BR - Broadband Radio Service						Y
WMI397	BR - Broadband Radio Service						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency(MHz)	114) Upper Frequency(MHz)	115) Constructed Yes / No
WMI401	BR - Broadband Radio Service						Y
WMI824	BR - Broadband Radio Service						Y
WMX338	BR - Broadband Radio Service						Y
WMX373	BR - Broadband Radio Service						Y
WMX382	BR - Broadband Radio Service						Y
WMX383	BR - Broadband Radio Service						Y
WMX941	BR - Broadband Radio Service						Y
WMY472	BR - Broadband Radio Service						Y
WNEY682	BR - Broadband Radio Service						Y
WNEY905	BR - Broadband Radio Service						Y
WNEZ351	BR - Broadband Radio Service						Y
WNEZ577	BR - Broadband Radio Service						Y
WNEZ666	BR - Broadband Radio Service						Y
WNEZ716	BR - Broadband Radio Service						Y
WNEZ718	BR - Broadband Radio Service						Y
WNTA434	BR - Broadband Radio Service						Y
WNTA919	BR - Broadband Radio Service						Y
WNTB691	BR - Broadband Radio Service						Y
WNTB872	BR - Broadband Radio Service						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WNTG591	BR - Broadband Radio Service						Y
WNTM819	BR - Broadband Radio Service						Y
WQR43	BR - Broadband Radio Service						Y

DESCRIPTION OF TRANSACTION/PUBLIC INTEREST BENEFITS

Introduction and Description of the Transaction

AT&T Inc. (“AT&T”) and Clearwire Corporation (“Clearwire”) (the “Applicants”) seek Commission consent to the transfer of control of BellSouth Wireless Cable, Inc. (“BWC”) and South Florida Television, Inc. (“SFT”) from AT&T to Clearwire Spectrum Holdings II LLC (“CSHII”), a Nevada limited liability company and wholly owned subsidiary of Clearwire. BWC and SFT are the licensees of the Broadband Radio Service (“BRS”) licenses identified in Item 108 of the two transfer of control applications submitted herewith.

These transfer of control applications are submitted to implement AT&T’s commitment, as a condition to the Commission’s approval of the merger of AT&T and BellSouth Corporation (“BellSouth”), to divest all of the 2.5 GHz spectrum held by BellSouth, comprised of the BRS licenses and the BRS and Educational Broadcast Service leases held by BellSouth.¹ Under the Stock and Asset Purchase Agreement entered into by AT&T, BellSouth, Clearwire, and CSHII, BellSouth will sell to CSHII, upon obtaining FCC consent, all the equity of its wholly owned subsidiaries BWC and SFT, thereby transferring all of the 2.5 GHz licenses, leases² and associated assets held by BellSouth and its subsidiaries.

Intermediate Steps to Final Transaction Consummation

Once Commission consent to the transaction has occurred, but prior to closing, AT&T plans to change the chain of holding companies through which it owns BWC and SFT. BWC and SFT currently are directly owned by BellSouth Corporation, which is a first-tier subsidiary of AT&T. Prior to closing, wholly owned AT&T subsidiaries BellSouth Enterprises, Inc.; BellSouth Mobile Systems, Inc.; BellSouth Mobile Data, Inc.; and AT&T Hilltop, LLC (“AT&T Hilltop”) will be inserted (in descending order) as intermediate holding companies between BellSouth Corporation and BWC and SFT.³ In

¹ See *In re Applications of AT&T Inc. & BellSouth Corp.*, WC Dkt No. 06-74, Memorandum Opinion and Order, FCC 06-189, app. F at 155 (rel. Mar. 26, 2007)

² The BRS and EBS leases, under which operations have commenced, were all executed prior to 2005 and thus are grandfathered under the Commission’s *BRS/EBS Report and Order*. *In re Amendment of Comm’n’s Rules to Facilitate the Provision of Fixed & Mobile Broadband Access, Educ. & Other Advanced Servs. in the 2150-2162 & 2500-2690 MHz Bands*, Report and Order and Further Notice of Proposed Rulemaking, 19 FCC Rcd. 14165, 14233-34, ¶¶ 179-181 (2004) (“*BRS/EBS Report and Order*”).

³ In order to assist the Commission’s understanding of these transactions, the Applicants are attaching diagrams of the changes in ownership structure contemplated by the various

addition, AT&T plans to change the business form of BWC and SFT from corporations to limited liability companies (“LLCs”).⁴ No substantive change in ultimate ownership or control of BWC or SFT will be effected by the internal restructuring or the change in corporate form. As a result of this change in corporate form, AT&T will sell the LLC units, rather than the stock, of BWC and SFT to CSHII.

In addition, certain third-party consents may be required to consummate the proposed transaction fully and finally. While the Applicants contemplate and expect that all of the 2.5 GHz spectrum licenses held by BWC and SFT will be transferred to Cleanwire at the same time, the agreement provides that, if there is an unanticipated delay in obtaining a subset **of** the necessary third-party consents, the Applicants will hold an initial closing shortly after Commission consent is received and all other closing conditions are satisfied with respect to an agreed minimum number of systems. Permitting an initial closing in this fashion is in the public interest because it will facilitate a prompt transfer of spectrum to Cleanwire.

Because the agreement contemplates an equity deal, however, closing on less than all the assets will require AT&T to hold back certain assets, which may include spectrum licenses, leases (collectively, the “Hold Back Licenses”) and related assets at the time the equity of BWC and SFT is transferred to CSHII. Should such a hold back occur, additional steps in the transfer process will be necessary. Consistent with the terms of the agreement, prior to the initial closing, any Hold Back Licenses and related assets will be assigned *pro forma* from BWC and/or SFT to AT&T Hilltop, which will have become the immediate parent of the licensee(s) through the restructuring described above.’ The Applicants hereby request that any Commission consent to the transfer of control of BWC and SFT also authorize AT&T to undertake the various pro-formu assignments that may be necessary to move the Hold Back Licenses to AT&T Hilltop.⁶

steps described herein as Appendix A. This first step is part of the difference between pages 1 and 2 of Appendix A.

⁴ Because the BRS licenses held by BWC and SFT are non-common carrier licenses, AT&T requires Commission consent to this restructuring and to the LLC conversions. AT&T normally would file separate applications for consent to these pro-formu transfers of control and assignments. However, as the restructuring and LLC conversions are part of the larger transaction, AT&T requests that the Commission consent to those *pro-forma* transfers and assignments as part of its approval of the overall transaction to avoid additional delay in transferring the spectrum to Clearwire.

⁵ See page 2 of Appendix A

⁶ Not later than 30 days after these intermediate transfers of control or assignments have occurred (subsequent to the grant **of** these applications), AT&T will make whatever additional filings are requested by the staff to update the Commission’s records.

Furthermore, because the Applicants are requesting consent to these intermediate steps in these applications and are describing how and when these steps may occur in the transfer process, public notice of the transaction as a whole will provide any requisite public notice of these intermediate transactions.’ Accordingly, Commission consent to this transaction through grant of these applications may include consent for these intermediate steps, which are or may be necessary to consummate the transaction fully.

Once required third-party consents are obtained for the Hold Back Licenses and related assets, AT&T then will assign the Hold Back Licenses and associated assets to BWC and/or SFT, which previously will have been transferred to Clearwire, and/or AT&T will transfer control of AT&T Hilltop to Clearwire.⁸ Prior to the time the Hold Back Licenses are assigned or transferred to Clearwire, the Applicants will file such assignment and/or transfer of control applications (as appropriate) as may be necessary to move the Hold Back Licenses to Clearwire’s control. Since the present transfer of control application and the public notice hereof will provide full notice to the public of the Applicants’ intent to move the Hold Back Licenses to Clearwire’s control: the Applicants propose to file the subsequent assignment and/or transfer of control applications using the Commission’s procedures for *pro-forma* transactions and hereby seek the Commission’s consent to such an approach.

Given the particular circumstances of this case, a single comment period for the entire transaction will serve the public interest. Grant of that request will facilitate the consummation of this transaction and the transfer of the spectrum to Clearwire on a more expeditious basis than if the Applicants had to wait until all third-party consents were obtained. Such an expeditious closing will, in turn, allow Clearwire to put these assets to competitive use promptly.

Other Application Matters

Additionally, while the list of call signs referenced in both applications is intended to be complete and to include all the 2.5 GHz authorizations held by the respective licensees that are subject to the transaction and require Commission consent to transfer control, BWC and SFT may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities which may be granted or may enter into new or materially modified leases before the Commission takes action on these

⁷ Cf. *In re Applications of Ameritech Corp. & GTE Consumer Servs. Inc.*, Memorandum Opinion and Order, 15 FCC Rcd. 6667, 6668 ¶ 2 n.6 (WTB 1999) (public notice of a transaction provides sufficient notice to the public that no separate filings and public notices are necessary to amend pending modification applications); *In re Applications of Comcast Cellular Holdings, Co. & SBC Commc’ns Inc.*, Memorandum Opinion and Order, 14 FCC Rcd. 10604, 10605 ¶ 2 n.3 (WTB 1999) (same).

⁸ See page 3 of Appendix A.

⁹ See note 7 above.

transfer applications. Accordingly, the Applicants request that any Commission approval of the applications filed for this transaction include authority for CSHII to acquire control of: (1) any authorization issued to the respective licensees during the pendency of the transaction and the period required for consummation of the transaction; (2) any construction permits held by the respective licensees that mature into licenses after closing; (3) any applications that are pending at the time of consummation; and (4) any *de facto* transfer leases of 2.5 GHz spectrum into which BWC or SFT or another AT&T subsidiary enters as a lessee during the pendency of the transaction and the period required for consummation of the transaction. Such action would be consistent with prior decisions of the Commission." Moreover, AT&T requests that Commission approval include any authorizations that may have been inadvertently omitted.

Description of Transferee and its Business

CSHII is in the business of constructing and operating wireless broadband networks. The principal business of Clearwire, through various subsidiaries, is the provision of wireless broadband communications services primarily to residential and small business customers. Clearwire and CSHII have current FCC Forms 602 on file."

Upon grant and consummation of the subject transfer of control applications, the spectrum rights transferred to Clearwire's control will be used by Clearwire to enhance its ability to provide competitive broadband wireless services. Through its operating subsidiaries, Clearwire is already using BRS and EBS spectrum to provide high-speed

¹⁰ *In re Applications of SBC Commc'ns. Inc. & AT&T Corp.*, Memorandum Opinion and Order, 20 FCC Rcd. 18290, 18392 ¶ 212 (2005); *In re Applications of AT&T Wireless Servs., Inc. & Cingular Wireless Corp.*, Memorandum Opinion and Order, 19 FCC Rcd. 21522, 21626 ¶ 275 (2004); *In re Applications of S. New England Telecomms. Corp. & SBC Commc'ns. Inc.*, Memorandum Opinion and Order, 13 FCC Rcd. 21292, 21317 ¶ 49 (1998); *In re Applications of NYNEX Corp. & Bell Atl. Corp.*, Memorandum Opinion and Order, 12 FCC Rcd. 19985, 20097-98 ¶¶ 246-56 (1997); *In re Applications of Pac. Telesis Group & SBC Commc'ns Inc.*, Memorandum Opinion and Order, 12 FCC Rcd. 2624, 2665 ¶ 93 (1997); *In re Applications of Craig O. McCaw & AT&T*, Memorandum Opinion and Order, 9 FCC Rcd. 5836, 5909 ¶ 137 n.300 (1994), *aff'd sub nom. SBC Commc'ns Inc. v. FCC*, 56 F.3d 1484 (D.C. Cir. 1995), *recons. in part*, Memorandum Opinion and Order on Reconsideration, 10 FCC Rcd. 11786 (1995).

¹¹ As described above, CSHII, the Transferee in the instant application is a wholly owned subsidiary of Clearwire. Clearwire is currently a party to a series of related applications (Lead File Number 0002837778), whereby Commission consent for a change of control of Clearwire and its wholly or majority owned subsidiaries, including CSHII, has been granted but not yet consummated. Upon consummation of the transactions associated with File Number 0002837778, CSHII will become subject to the ownership and control of Clearwire for which the Commission's consent set forth in the Lead File Number 0002837778 has already been granted.

wireless broadband Internet access service to customers in 34 metropolitan markets throughout the country covering over 350 municipalities. Clearwire's wireless broadband service uses a state-of-the-art wireless modem that can be plugged into a desktop computer, a laptop or a local network. The modem can be set up anywhere in a customer's home or office – upstairs or downstairs, inside or outside, and Clearwire's connection is always-on, always-secure. Clearwire also offers facilities-based VoIP service in a number of its markets. Clearwire's broadband wireless technology competes directly with cable modem and DSL providers.

Clearwire plans to offer a complete, self-installed bundle of facilities-based high-speed Internet access and VoIP services at affordable prices to residential and small business customers throughout the United States and the world.

License Overlap

Clearwire and its affiliated companies hold BRS, EBS, microwave and CARS licenses, as well as EBS and BRS leases throughout the United States, including some markets covered by this application. This *de minimis* amount of overlap will have no anti-competitive impact. In fact, the subject spectrum will enhance Clearwire's ability to be a strong competitor in the wireless broadband services market and allow Clearwire to offer such competitive services on a broader geographic basis than is possible without this spectrum. Should the Commission require additional information on the specific areas where the 2.5 GHz overlay will occur, this information will be promptly provided to the Commission upon request.

Further, neither CSHII nor any other Clearwire affiliate currently holds any interest, directly or indirectly, in any entity that holds CMRS spectrum, e.g., in the Cellular Radiotelephone, broadband PCS or Specialized Mobile Radio services. Thus, there is no overlap of the spectrum CSHII will acquire through this transaction and any CMRS spectrum.

Grant of these Applications Will Further the Public Interest

The Applicants submit that the proposed transaction will further the public interest by transferring control of the subject 2.5 GHz spectrum licenses to an entity with a proven commitment to, and track record of, rapidly deploying wireless broadband networks and services to consumers on this spectrum. Indeed, when the Commission adopted its new rules for the 2.5 GHz spectrum, it did so to help meet its "goal of providing all Americans with access to ubiquitous wireless broadband connections, regardless of their location." *BRS/EBS Report and Order*, 19 FCC Rcd. at 14167, ¶ 1. By revising its rules, the FCC encouraged "the provision of new technologies and services to the public," indicating at the time that it expects that services in the 2.5 GHz band will "offer a significant opportunity to provide competition to cable and digital subscriber line (DSL) services in the provision of broadband services in all areas." *Id.* at 14167-68, ¶¶ 2-3. Grant of these transfer of control applications will facilitate the

achievement of all of these Commission goals. **As** indicated in the attached Declaration **of** R. Gerard Salemmme, it will “both expand the geographic reach of and increase the amount of spectrum held by Clearwire in the” Southeast. Declaration of R. Gerard Salemmme, ¶ 8. Clearwire’s expansion will provide the public with a broadband competitor *unaffiliated* with the telephone **or** cable companies and providing a competitive stimulus which can enhance and improve communications services available to consumers.

Applicant Certifications

CSHII certifies, pursuant **to** Section 27.1202 **of** the Commission’s Rules, that it is not directly or indirectly or affiliated with nor does it have any leasing arrangements with a cable television company.

CSHII certifies that it will comply with all relevant Commission rules and regulations, including the technical requirements and interference protection requirements contained in Sections 27.50, 27.55 and 27.1221 of the Commission’s Rules.

DECLARATION OF R. GERARD SALEMME

I, R. Gerard Salemmme, hereby declare the following:

Position, Qualifications, and Purpose:

1. My name is R. Gerard Salemmme. I have served as a director since November 2003 of Clearwire Corporation ("Clearwire") and as Executive Vice President – Strategy, Policy, and External Affairs of our company since April 2004. Previously, I served as Clearwire's Vice President and Secretary from November 2003 to April 2004. Prior to joining the company, I was Senior Vice President, External Affairs of XO Communications, Inc. from May 1997 to June 2003. Before joining XO, I served as AT&T Corp.'s Vice President of Government Affairs, directing that company's federal regulatory public policy organization, including participation in the FCC's narrowband and broadband PCS auctions.
2. The purpose of this declaration is to support the applications to transfer control of 2.5 GHz spectrum holders BellSouth Wireless Cable, Inc. and South Florida Television, Inc. **from** AT&T Inc. to Clearwire.

Clearwire's Business:

3. Clearwire was founded in October 2003 by telecommunications pioneer Craig O. McCaw and launched its first market in August **2004**. Clearwire's business is to provide competitive and reliable portable wireless, high-speed broadband Internet service to residential and small business customers throughout the United States and around the world

4. Clearwire deploys its network using licensed radio spectrum. Using licensed spectrum avoids radio frequency interference that hinders competitors using non-licensed spectrum, and enables Clearwire to provide a consistently higher quality of service. Clearwire operates on spectrum in the 2.5 GHz band (2495-2690 MHz) in 34 markets in the United States covering more than 350 municipalities with an estimated 8.6 million people.
5. As of December 31, 2006, there were approximately 184,400 individuals and business or governmental entities receiving wireless broadband connectivity through our network, including in urban and rural areas, in the United States. Clearwire also offers wireless broadband service outside the United States in Brussels, Belgium and Dublin, Ireland, which together cover an estimated one million people.
6. Clearwire's wireless broadband network was designed specifically to support portable, and eventually mobile, wireless broadband services. With the use of WiMax-class technology, Clearwire delivers high speed wireless broadband services to large areas in competition with other broadband wireless and wireline providers with a fraction of the infrastructure they require.
7. Clearwire is among the largest holders of spectrum in the 2.5 GHz Broadband Radio Service/Educational Broadband Service ("BRS/EBS") spectrum band through either licenses or leases and is seeking to acquire more spectrum in this band. Clearwire believes its wireless network is the first widely deployed network that was specifically designed and built from inception to deliver a full range of two-way wireless broadband content and applications over 2.5 GHz.

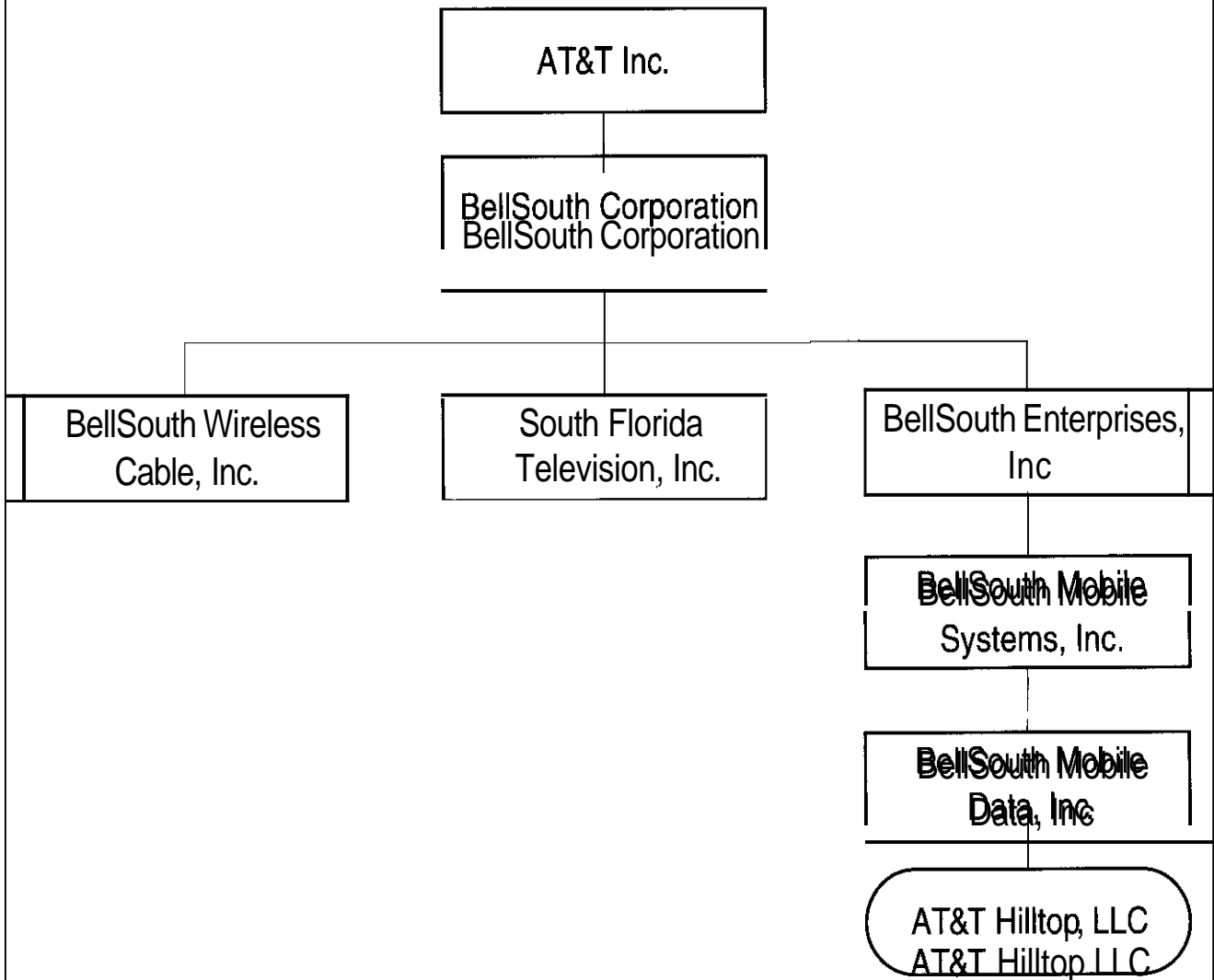
Benefits of the Transaction

8. Through this transaction, Clearwire will acquire licenses and leases for significantly greater amounts of BRS/EBS spectrum in and around Athens, Atlanta, Calhoun, Franklin, Madison, Rome, and Waleska, Georgia; Daytona Beach, Fort Myers, Jacksonville, Lakeland, Miami, and Orlando, Florida, Louisville, Kentucky; and New Orleans, Louisiana than it currently has. Access to this spectrum will both expand the geographic reach of and increase the amount of spectrum held by Clearwire in these areas. Consequently, this transaction will greatly enhance Clearwire's ability to deploy high-quality wireless broadband services to consumers and businesses in those areas.
9. As evidenced by Clearwire's aggressive market rollout to date, Clearwire has demonstrated a commitment to deploying wireless broadband services rapidly. Consistent with this track record and based on our current general rollout plans, I anticipate that Clearwire will commence deployment of its services over this spectrum in the near future. As a result, this transaction will benefit customers in these markets by enabling Clearwire more quickly and efficiently to offer them its wireless broadband services as a viable broadband alternative.

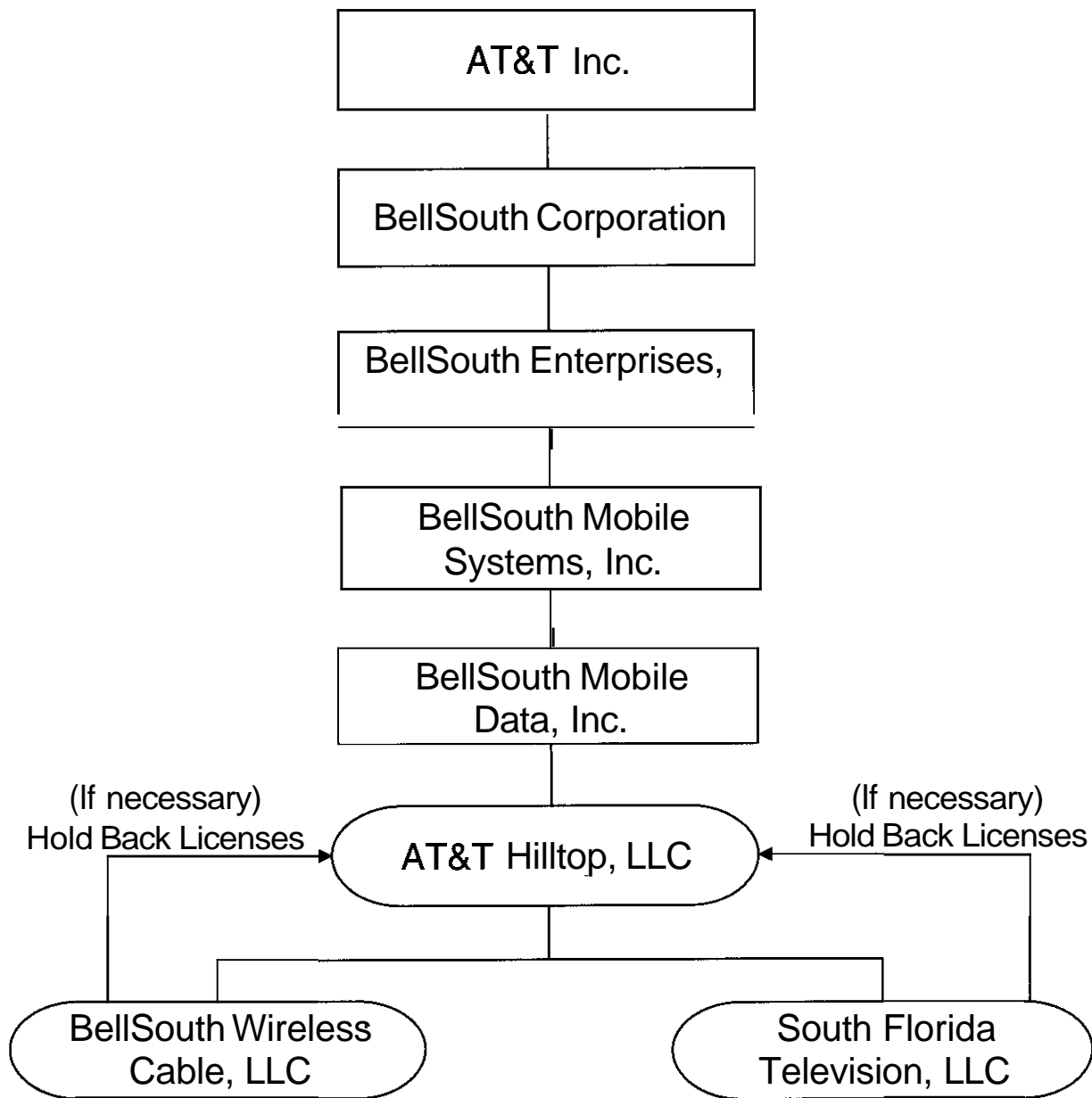
I declare under penalty of perjury that the foregoing is true and correct. Executed on February 22, 2007.

/s/ R. Gerard Salemmme
R. Gerard Salemmme

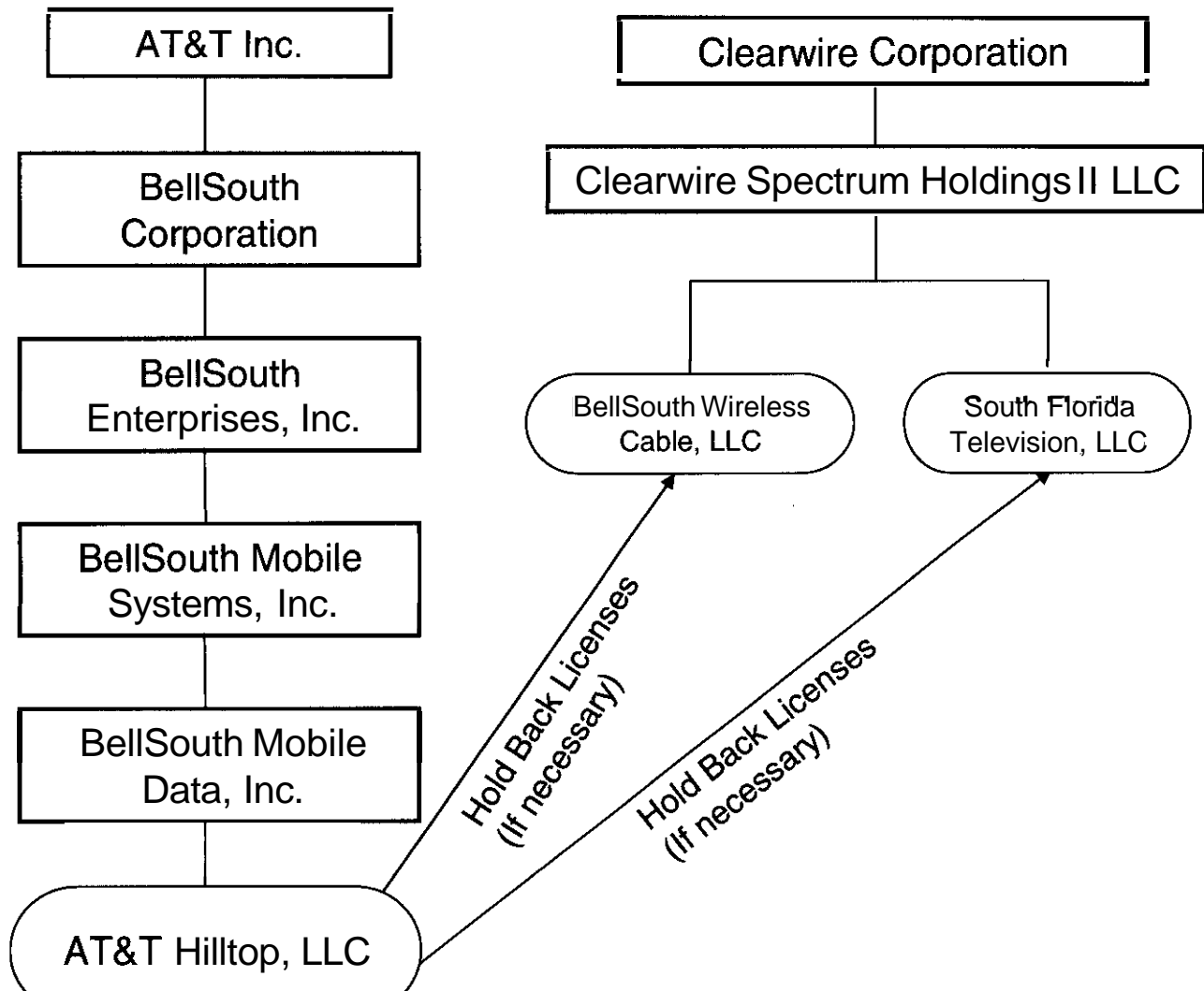
Current Structure



Post-Reorganization, Pre-Initial Closing Structure



Structure After BellSouth Subsidiaries and All Hold Back Licenses Are Transferred



Alternately, AT&T Hilltop LLC will be transferred to Clearwire Spectrum Holdings II LLC while continuing to hold the Hold Back Licenses.

Expanded Response to Question 115

For all but three of the licenses listed in response to Question 108 of this Form 603, the Applicants have answered “Yes” to Question 115.¹ This answer is correct because facilities covered by each of those licenses were constructed and operational. However, in recent months, operation of some of these facilities has been discontinued in preparation for the rebanding of the 2.5 GHz spectrum and associated transitions.² With respect to each of the stations that is not currently operating, the status of construction is, or soon will be, a matter of Commission record in the form of a filed dark letter or waiver of FCC rules. Should the Commission require additional information about any particular nonoperational station, such information will be provided promptly upon request. Moreover, for the following licenses, in addition to merely being taken dark, all of the transmitter facilities have been removed:

BellSouth Wireless Cable, Inc.

B107	(Daytona Beach, FL BTA)
B151	(Fort Myers, FL BTA)
B212	(Jacksonville, FL BTA)
WHT762	(Daytona Beach, FL F1-4)
WLK243	(Daytona Beach, FL BRS-1)
WMI284	(Athens, GA E1-4)
WMI338	(Rome, GA E1-4)
WMI824	(Athens, GA F1-4)
WMX338	(Fort Myers, FL H3)
WMX373	(Fort Myers, FL H1)
WMX941	(Daytona Beach, FL H1)
WNEY905	(Daytona Beach, FL H2)
WNEZ718	(Daytona Beach, FL H3)
WNTM819	(Athens, GA H2-3)

South Florida Television, Inc.

WHJ893	(Miami, FL H2)
WHT638	(Miami, FL E1-4)
WLJ79	(Miami, FL BRS-1)
WNEK346	(Miami, FL H1)

¹ The remaining three licenses (B107, B239, and B336) are all BTA licenses for which the construction deadline has not yet been reached. *See* 47 C.F.R. § 27.14(e).

² *See id.* § 27.1234 (“Licensees may discontinue operations during the transition.”); *In re Amendment of Commission’s Rules to Facilitate the Provision of Fixed and Mobile Broadband Access, Educational and Other Advanced Services in the 2150-2162 and 2500-2690 MHz Bands*, WT Docket No. 03-66, 19 FCC Rcd. 14165, 14253-56, ¶¶ 229-39 (2004) (eliminating forfeiture, cancellation, and discontinuance of service rules for BRS and EBS licenses).

It is possible that additional transmitter facilities will be removed as part of the transition while these Applications are pending.

As required by Section 1.923(e) of the Commission's Rules,¹ the applicants state that this transfer of control of the licensee will not have a significant environmental effect, as defined by Section 1.1307 of the Commission's Rules.² A transfer of control does not involve any engineering changes and, therefore, cannot have a significant environmental impact.

¹ 47 C.F.R. § 1.923(e)

² *Id.* § 1.1307.